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## **Da Sen Holdings Group Limited**

### **大森控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1580)**

#### **ANNOUNCEMENT OF (i) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 22 MAY 2020 (ii) RETIREMENT OF DIRECTORS AND MEMBERS OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Da Sen Holdings Group Limited (the “**Company**”) is pleased to announce that except for the resolutions numbered 2(A), 2(D) and 2(E), all the proposed resolutions as set out in the notice of the annual general meeting dated 21 April 2020 were duly passed by way of poll at the annual general meeting of the Company held on 22 May 2020 (the “**AGM**”).

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the issued share capital of the Company comprised 974,400,000 shares of HK\$0.01 each (the “**Shares**”), which was the total number of Shares entitling the registered holders of the Shares (the “**Shareholders**”) to attend and vote for or against all the resolutions proposed at the AGM. Shareholders holding an aggregate of 513,653,600 Shares (representing approximately 52.71% of the total number of Shares in issue) voted either in person, by proxy or by their duly authorised representatives at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholder was required under the Listing Rules to abstain from voting at the AGM. None of the Shareholders has stated their intention in the Company’s circular dated 21 April 2020 to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results in respect of all the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Shares voted (percentage of total number of Shares voted)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and independent auditor of the Company for the year ended 31 December 2019	513,653,600 (100.00%)	0 (0.00%)
2.	(A) To re-elect Mr. KE Mingcai as an executive Director	165,738,600 (32.27%)	347,915,000 (67.73%)
	(B) To re-elect Mr. CHAI Kaw Sing as an executive Director	465,653,600 (90.66%)	48,000,000 (9.34%)
	(C) To re-elect Mr. WONG Ben as an executive Director	513,653,600 (100.00%)	0 (0.00%)
	(D) To re-elect Mr. SHAO Wanlei as an independent non-executive Director	165,738,600 (32.27%)	347,915,000 (67.73%)
	(E) To re-elect Mr. LIN Triomphe Zheng as an independent non-executive Director	165,738,600 (32.27%)	347,915,000 (67.73%)
3.	To authorise the Board to fix the remuneration of the Directors	513,653,600 (100.00%)	0 (0.00%)
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix the remuneration of the auditor of the Company	513,653,600 (100.00%)	0 (0.00%)
5.	(A) To grant an unconditional general mandate to the Directors to issue, allot and otherwise deal in Shares not exceeding 20% of the number of issued Shares	513,653,600 (100.00%)	0 (0.00%)
	(B) To grant an unconditional general mandate to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares	513,653,600 (100.00%)	0 (0.00%)
	(C) To extend, conditional upon the passing of resolutions 5(A) and 5(B), the number of Shares repurchased under resolution 5(B) to the mandate granted to the Directors under resolution 5(A)	513,653,600 (100.00%)	0 (0.00%)

*Note:* All percentages are rounded up to two decimal places.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1, 2(B), 2(C), 3, 4, 5(A), 5(B) and 5(C), all of the above resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As less than 50% of the votes were cast in favour of each of the resolutions numbered 2(A), 2(D) and 2(E), all these ordinary resolutions proposed at the AGM were not passed.

## RETIREMENT OF DIRECTORS AND MEMBERS OF THE BOARD COMMITTEES

As stated in the circular of the Company dated 21 April 2020, Mr. KE Mingcai (“**Mr. KE**”), Mr. LIN Triomphe Zheng (“**Mr. LIN**”) and Mr. SHAO Wanlei (“**Mr. SHAO**”) would retire at the AGM in accordance with the articles of association of the Company. As the resolutions for re-election of themselves were not passed in the AGM, Mr. KE, Mr. LIN and Mr. SHAO retired as Directors at the conclusion of the AGM.

Following the retirement of Mr. KE, Mr. LIN and Mr. SHAO as Directors, Mr. KE also retired as the chairman of the Board and a member of nomination committee of the Company, Mr. LIN also retired as the chairman and a member of the audit committee of the Company, and a member of remuneration committee and risk management committee of the Company, and Mr. SHAO also retired as the chairman and a member of nomination committee of the Company, and a member of audit committee and remuneration committee of the Company.

Accordingly, the number of the independent non-executive Directors (“**INED**”) fall short of the minimum number required under Rule 3.10(1) of the Listing Rules and no existing INEDs have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The required composition of the audit committee, remuneration committee and nomination committee of the Company did not meet the requirements under Rule 3.21 and Rule 3.25 of the Listing Rules, and code provision A.5.1 of Appendix 14 to the Listing Rules respectively.

The Company will seek suitable candidates to fill the vacancy of (i) INEDs; (ii) chairman and members of audit committee of the Company; and (iii) members of remuneration committee of the Company within three months from 22 May 2020 pursuant to Rule 3.11, Rule 3.23 and Rule 3.27 of the Listing Rules. The Company will make further announcement as and when appropriate.

The Company has confirmed that the Board has no disagreement with Mr. KE, Mr. LIN and Mr. SHAO and there is no matter relating to their retirement which needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the Shareholders.

The Board would like to take this opportunity to thank Mr. KE, Mr. LIN and Mr. SHAO for their contribution to the Company during their tenure of office.

By order of the Board  
**Da Sen Holdings Group Limited**  
**WONG Ben**  
*Executive Director*

Hong Kong, 22 May 2020

*As at the date of this announcement, the executive Directors are Mr. CHAI Kaw Sing, Mr. WANG Songmao, Mr. WONG Ben, Mr. WU Shican and Mr. ZHANG Ayang; and the independent non-executive Director is Mr. WANG Yuzhao.*